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From:	Karen Tsay. Sent:4/21/2006 4:25 PM	
To:[-]	deal_review@google.com; emg@google.com; EMGEA@google.com; ostaff@google.com; Anne Montez; Brad Chin; Diane Noonan; Ginger Franke; Jim Marocco; Joan Braddi; Julio Pekarovic; Mark Fuchs; Nicole Wong; Susan Wojcicki.	
Cc:[-]	Jeff Shardell; David Graham; Andy Rubin; Vinay Bhargava; Daniel I. Alegre; Sanjay Kapoor.	
Bcc: [-]		
Subject:	EMG Deal Review - April 24, 2005.	

We have the following agenda for next week's EMG deal review:

- Sun / Android (Andy Rubin)
- HP SMB (Vinay Bhargava) Intel OEM Program (Vinay Bhargava)
- Amazon (David Graham)
- China Mobile (Daniel Alégre) tentative

Attached please find the presentation slides sans Amazon and China Mobile.

The meeting will be at 11am PST in Marrakesh building 43.

Dial in details:

conference number: 888-834-2663 international: 617-786-4658 Conference Code: 77734112

Deal Review Team



1-WHA GOOGLE-26-00031475

EMG Deal Review - April 24, 2006

- Sun / Android (Andy Rubin)
- HP SMB (Vinay Bhargava)
- Intel OEM Program (Vinay Bhargava)
- Amazon (David Graham)





Android/Sun

final approval

Andy Rubin, Tim Lindholm, Chris DiBona, Ethan Beard, Frank Montes







- Partner Overview
- Sun + Google co-development agreement status
- Open Source License status
- Fees and payments
- Press announcement
- What if?
- Key Asks

Partner Overview - Sun Microsystems





Who Are They?

- Products and services for network computing
 - Java dominates wireless industry
 - Carriers require Java in their terminal terminal specifications
- Statistics
 - Not profitable
 - \$15.4B Market Cap
 - \$11.6B revenue
 - \$469M EBITDA
 - \$2.45B cash
- Market Presence
 - 1B Java embedded handsets
 - 180 carrier deployments
- Size
 - Offices in 170 countries worldwide
 - 40k employees

Why Do the Deal?

- Provides a professional services and distribution for our open source handset strategy
- · Dramatically accelerates our schedule
- Form an open industry alliance to block MSFT
- · Create value for wireless stakeholders

Proposed Deal Terms



Client	Sun Microsystems
Term	5 years, renewableCo-development partnership
Proposal	 Sun makes Java Open Source as part of Android platform Companies work together to bring Android platform to market
Exclusivity	Exclusive
Data Use / Restrictions	See detailed slides
Fee	\$28M Payments spread over 3 years
Attribution	• N/A
Termination / Other Issues	 Structured as 4 agreements. Initial agreement Plus Project Plan (aka schedule) Go To Market Plan (aka open source hosting, launch partners) Governance Model (alliance structure)

Agreement Status



- Base agreement ready to sign
- Exhibits 45 days after signing
 - Project Plan
 - Marketing Plan
 - Governance model
- No payment until all are signed

Agreement highlights



- This is a Co-development agreement
 - Sun handles Java + Tools
 - Google handles OS
 - Mutually agree on architecture
- Sun creates commercial implementation, becomes "Redhat"
 - Provides Carrier and OEM support
 - Core to their business model
 - Does not want Google to compete
 - Google carved out HTC and LG
 - Google can work with its partners 6 months after initial release
- Sun manages developer community
- Google manages repository and bug database, becomes "Linus Torvalds"

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Open Source License



- Only OSI Certified Licenses
- Dual License
 - Sun CDDL (OSI approved, Mozilla derivative) for Java
 - http://www.sun.com/cddl/
 - Includes patent grants
 - Granular file-based copy-left
 - Required because of MSFT settlement
 - ASF 2.0 for everything Google

Fees and Payments



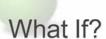
- Previously \$36M approved by EMG
 - EMG uncomfortable with price
- Negotiations ensued
 - New price \$28M spread over 3 years

Press Announcement



- Both parties agree to a joint press announcement
- Best strategy is a pre-announcement to relieve industry fears

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- What if we don't do this deal?
 - Too expensive
 - Co-development suboptimal
- Open Source our Guava implementation
 - Schedule impact
 - Adversarial Approach
 - Some carriers require Java certification
- Take a lesser license
 - Smaller payment
 - · Not Open, puts Sun in a position of control

Key Asks



- Final Approval
- Agree to press announcement
- Agree to co-location of Sun engineers at Google

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Oracle America v. Google, 3:10-cv-03561-WHA

GOOGLE-26-00031487



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